

Proffers

Dulles Station (Building H) PCA C-696-8

March 26, 2012

Pursuant to Section 2-2303(a), Code of Virginia 1950 as amended, and subject to the Board of Supervisors approval of the requested Proffered Condition Amendment on property identified as Tax Map 15-4 ((5)) 7A1 (hereinafter referred to as the "Property"), the Applicant and owners for themselves, their successors and assigns proffer that the development of the Property shall be subject to the approved proffers associated with PCA C-696-4 dated April 26, 2002 and PCA C-696-7 dated August 26, 2008, which shall remain in full force and effect except as amended below.

Revise Proffer I. GENERAL 10(d) to read:

10. The Applicant shall provide retail, restaurant and service establishments as specified on attached Exhibit B entitled "Retail Plan"...
- ...d. A minimum of 15,000 square feet of retail, restaurant and/or service uses shall be provided at the ground level of Building H. The retail, restaurant and/or service uses shall be located adjacent the central spine road as depicted in Exhibit B and shall have direct public access and windows oriented toward the central spine road.

As an option, rental residential units (no condominium residential units), retail, restaurant and/or service uses may be established in combination or exclusively within these 15,000 square feet on the ground level of Building H (the "Flexible Space"), until a date certain of June 1, 2029. All residential use of the Flexible Space shall cease, and only retail, restaurant and/or service uses may be established within this Flexible Space, no later than June 1, 2029. The Applicant shall reserve the right to seek Proffer Condition Amendment approval in the future to extend the amount of time that the Flexible Space may accommodate rental residential units, retail, restaurant and/or service uses if market conditions continue to hinder the success of commercial uses in this area.

Add new Proffer VII. OTHER 9 to read:

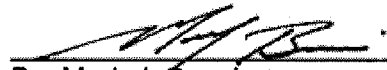
9. Schools Contribution. At the time of site plan approval the Applicant shall contribute the amount of \$9,378.00 to the Fairfax County Board of Supervisors for the construction of capital improvements to Fairfax County public schools to which the students generated by the Property are scheduled to attend.

[SIGNATURES ON NEXT PAGE]

APPLICANT/TITLE OWNER OF
TAX MAP 15-4 ((5)) 7A1

CAMDEN SUMMIT PARTNERSHIP, L.P.

By: Camden Summit, Inc., its General Partner



By: Mark J. Bucci
Its: Vice President, Construction

[SIGNATURES END]